

RECORDATION NO. 25304-F

NOV 29 '12 4 00 PM

~~SURFACE TRANSPORTATION BOARD~~



VIA UPS NEXT DAY AIR

November 28, 2012

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318 7588
www.firstunionrail.com

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 4, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 25304.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: American Colloid Company
A Division of Amcol International Corp.
2870 Forbs Avenue
Hoffman Estates, IL 60192

A description of the railroad equipment covered by the enclosed document is for twenty-three (23) hopper cars having FURX and NDYX marks (see Exhibit A for specific car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures
(ACOL008/A)

NOV 29 '12 -4 00 PM

ASSGN NO.: ACOL008/A

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of October, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and American Colloid Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 30, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 4th, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD E SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Georgia FreibergerName: GEORGIA FREIBURGERTitle: MGR. OF DOCUMENTATION Executed on this 4th day of October, 2012

[CORPORATE SEAL]

STATE OF IllinoisCOUNTY OF Cook

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that Richard F Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

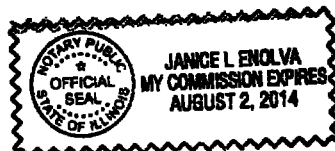
WITNESS my hand and official stamp or seal, this 4th day of October, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

AMERICAN COLLOID COMPANY

ATTEST:

By: Christina Gipe
Name: Christina Gipe
Title: Admin. Asst.

By: James A. Kerr
Name: JAMES A. KERR
Title: VP Supply Chain

Executed on this 18th day of September, 2012.

[CORPORATE SEAL]

STATE OF Nebraska
COUNTY OF Scotts Bluff

I, Jody K. Stricker, a Notary Public of the County and State aforesaid, certify that JAMES A. KERR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 18 day of Sept, 2012

Jody K. Stricker
Notary Public

Commission Expires:

(Notary Public)

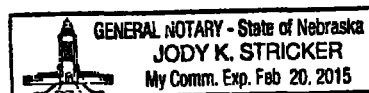


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-three (23)

DESCRIPTION OF CARS: Covered hopper cars.

CAR NUMBERS:

FURX	893404
FURX	893410
FURX	893422
FURX	893437
FURX	893440
FURX	893907
FURX	893944
FURX	893945
FURX	894001
FURX	894090
FURX	894320
NDYX	893401
FURX	893434
FURX	893815
FURX	893884
FURX	893908
FURX	893934
FURX	894034
FURX	894035
FURX	894041
FURX	894065
FURX	894066
FURX	894083